

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

GUY CARPENTER & COMPANY, LLC, §

Plaintiff, §

v. §

**HOWDEN REINSURANCE BROKERS
LIMITED, HOWDEN REINSURANCE
BROKERS (US) LLC** §

Defendants. §

CIVIL ACTION NO. 3:22-cv-01819-X

**DEFENDANTS HOWDEN REINSURANCE BROKERS LIMITED AND
HOWDEN REINSURANCE BROKERS (US), INC.’S MOTION TO DISMISS**

Pursuant to Federal Rule of Civil Procedure 12(b)(6), Defendants Howden Reinsurance Brokers Limited (“Howden UK”) and Howden Reinsurance Brokers (US), Inc.¹ (“Howden US”) (collectively (“Howden”)) file this Motion to Dismiss Plaintiff Guy Carpenter & Company, LLC’s (“Plaintiff” or “Guy Carpenter”) Original Complaint and state as follows:

I. MOTION TO DISMISS

Plaintiff brings five claims against Howden for: 1) tortious interference with contract; 2) knowing participation in breach of fiduciary duties; 3) trade secret misappropriation under the Defend Trade Secrets Act (“DTSA”); 4) trade secret misappropriation under the Texas Uniform Trade Secrets Act (“TUTSA”); and 5) civil conspiracy. Howden seeks dismissal of all of Guy Carpenter’s claims against Howden UK and Howden US for the reasons set forth below:

¹ Plaintiff named Howden Reinsurance Brokers (US) LLC as a defendant in this suit. This entity converted to Howden Reinsurance Brokers (US), Inc. on July 29, 2022.

A. *Tortious Interference with Contract – Count 1*

Howden seeks dismissal of Guy Carpenter's claims against it for tortious interference with contract to the extent that Guy Carpenter's claim is preempted by TUTSA; because the contractual provisions with which Howden allegedly interfered are invalid; and because Guy Carpenter relies on vague and conclusory allegations insufficient to withstand a motion to dismiss.

B. *Knowing Participation in Breach of Fiduciary Duties – Count 2*

Howden seeks dismissal of Guy Carpenter's claims against it for knowing participation in breach of fiduciary duties because Guy Carpenter has failed to plead an underlying breach of fiduciary duties; and because Guy Carpenter relies on vague and conclusory allegations insufficient to withstand a motion to dismiss

C. *Trade Secret Misappropriation Claims – Count 3 and 4*

Howden seeks dismissal of the DTSA and TUTSA claims against it for misappropriation of trade secret information because Guy Carpenter has failed to include allegations sufficient to allow the Court to identify that the information at issue could qualify as trade secret information as required by the statutes; because Guy Carpenter has failed to include allegations sufficient to allow the Court to infer that Guy Carpenter took reasonable measures to protect the information at issue; and because Guy Carpenter has failed to include allegations sufficient to allow the Court to infer that Howden misappropriated any information at issue.

D. *Civil Conspiracy – Count 5*

Howden seeks dismissal of Guy Carpenter's claims against it for civil conspiracy to the extent that Guy Carpenter's claim is preempted by TUTSA; because the underlying torts of breach of fiduciary duty and tortious interference with contract fail; and because a claim based on an alleged conspiracy between a corporation and its agents fails as a matter of law.

II. BRIEF IN SUPPORT

Howden has contemporaneously filed its Brief in Support of Motion to Dismiss containing additional support for the instant Motion to Dismiss.

III. PRAYER

For the reasons set forth above and in the Brief in Support of Motion to Dismiss, Plaintiff fails to state claims against Howden upon which relief may be granted. Howden respectfully requests that the Court grant its Motion to Dismiss and dismiss Plaintiff's claims in their entirety. Howden further requests all such other relief to which it has shown itself entitled.

Respectfully Submitted,

/s/ Ann Marie Arcadi

Ann Marie Arcadi

State Bar No. 00786994

annmarie.arcadi@arcadijackson.com

T. Gregory Jackson

State Bar No. 24004718

greg.jackson@arcadijackson.com

John M. Farrell

State Bar No. 24059735

john.farrell@arcadijackson.com

ARCADI JACKSON, LLP

2911 Turtle Creek Blvd., Suite 800

Dallas, Texas 75219

Telephone: 214-865-6458

Facsimile: 214-865-6522

**ATTORNEYS FOR DEFENDANTS
HOWDEN REINSURANCE BROKERS
LIMITED AND HOWDEN REINSURANCE
BROKERS (US), INC.**

CERTIFICATE OF SERVICE

I hereby certify that on the 8th day of September, 2022, I electronically filed the foregoing document with the Clerk of the Court for the U.S. District Court, Northern District of Texas, using the electronic case filing system of the Court. The electronic case filing system sent a “Notice of Electronic Filing” to the following attorneys of record who have consented in writing to accept this Notice as service of this document by electronic means:

Karl G. Nelson
KNelson@gibsondunn.com
Collin D. Ray
CDRay@gibsondunn.com

GIBSON, DUNN & CRUTCHER LLP
2001 Ross Avenue, Suite 2100
Dallas, Texas 75201
Telephone: 214-698-3100
Facsimile: 214-571-2900

/s/ John M. Farrell
John M. Farrell